

**Draft Resolutions for the Annual General Meeting of ACTION S.A. in restructuring due to convene on 26.06.2018**

**RESOLUTION No. 1**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on appointing the Chairperson of the Meeting**

Acting pursuant to Article 409 §1 of the Commercial Companies Code, the Annual General Meeting hereby resolves to appoint ..... as Chairperson of the General Meeting.

**RESOLUTION No. 2**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on adopting the agenda**

Acting pursuant to § 9 (1b) and (2) of the Rules of Procedure of the General Meeting of the company operating under the business name of ACTION Spółka Akcyjna, the Annual General Meeting hereby resolves to adopt the agenda in the wording presented in the notice on convening the General Meeting published on the Company's website [www.action.pl](http://www.action.pl) on .....2016 and in current report no. .../2016 of ..... 2016

**RESOLUTION No. 3**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on approving the Management Report on the Company's operations for financial year 2018**

Acting pursuant to Article 395 § 1 and 2 (1) of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the Management Report on the Company's operations for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 4**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on approving the Company's financial statements for financial year 2017**

Acting pursuant to Article 395 § 1 and 2 (1) of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the Company's financial statements for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 5**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on approving the Supervisory Board's report on the results of the assessment of the Management Report, the financial statements, the Management Board's motion and information regarding the cover the loss and the assessment of the Company's standing and the activities of the Supervisory Board for financial year 2017**

Acting pursuant to Article 395 § 1 and 5 of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the Supervisory Board's report on the results of the assessment of the Management Report, the financial statements, the Management Board's motion and information regarding the distribution of profit and the assessment of the Company's standing and the activities of the Supervisory Board for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 6**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on approving the consolidated financial statements of the ACTION S.A. Capital Group for the financial year 2017**

Acting pursuant to Article 395 § 1 and 5 of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the consolidated financial statements of the ACTION S.A. Capital Group for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 7**

of the Annual General Meeting in restructuring

of the Company operating under the business name of: ACTION Spółka Akcyjna

of 26.06.2018

**on approving the Management Report on the operations of the ACTION S.A. Capital Group for financial year 2017**

Acting pursuant to Article 395 § 1 and 5 of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the Management Report on the operations of the ACTION S.A. Capital Group for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 8**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on approving the Supervisory Board's report on the results of the assessment of the Management Report, the consolidated financial statements, the Management Board's motion and information regarding the cover the loss and the assessment of the standing of the ACTION S.A. Capital Group for financial year 2017**

Acting pursuant to Article 395 § 1 and 5 of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To approve the Supervisory Board's report on the results of the assessment of the Management Report, the consolidated financial statements, the Management Board's motion and information regarding the cover the loss and the assessment of the standing of the ACTION S.A. Capital Group for financial year 2017 covering the period from 1 January 2017 to 31 December 2017.

**RESOLUTION No. 9**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on the cover the loss of the Company for the financial year 2017**

Acting pursuant to Article 395 § 1 and 2 (2) as well as Article 396 § 5 the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

1. To cover the loss of the Company for the financial year 2016 covering the period from 1 January 2017 to 31 December 2017 in the amount of 52.080.717,21 PLN from the Company's reserve capital.

**RESOLUTION No. 10**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

**on acknowledging the fulfilment of duties by Members of the Management Board in financial year 2017**

Acting pursuant to Article 395 § 1 and 2 (3) of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To acknowledge the fulfilment of duties during financial year 2017 covering the period from 1 January 2017 to 31 December 2017 by:

- a. Piotr Bieliński, acting as President of the Management Board for this period;
- b. Edward Wojtysiak who held the position of the Vice-President of the Management Board until 12<sup>th</sup> October 2017
- c. Sławomir Harazin, acting as Vice-President of the Management Board for this period.

### **RESOLUTION No. 11**

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 26.06.2018

#### **on acknowledging the fulfilment of duties by Members of the Supervisory Board in financial year 2017**

Acting pursuant to Article 395 § 1 and 2 (3) of the Commercial Companies Code, the Annual General Meeting of ACTION S.A. ("**Company**") hereby resolves as follows:

To acknowledge the fulfilment of duties during financial year 2017 covering the period from 1 January 2017 to 31 December 2017 by:

- a. Iwona Bocianowska, Member of the Supervisory Board, acting as Chairperson of the Supervisory Board for this period;
- b. Karol Orzechowski, Independent Member of the Supervisory Board, acting as Deputy Chairman of the Supervisory Board in this period until June 22, 2017
- c. Piotr Chajderowski, Independent Member of the Supervisory Board;
- d. Marek Jakubowski, Member of the Supervisory Board, acting as Secretary of the Supervisory Board for this period;
- e. Krzysztof Kaczmarczyk, Member of the Supervisory Board;
- f. Adam Świtalski, Member of the Independent Supervisory Board, who was the Vice-President of the Supervisory Board in this period from 4 July 2017.